

**EXHIBIT 3**

**To**

**EXHIBIT C**



Chapter	Document Number
HUMAN RESOURCES	CPP-501-1
Section	Revised Date
EMPLOYMENT	12/11/2001
Subject	Page Number
Equal Employment Opportunity	1 of 3
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**POLICY:**

It is the policy of the Corporation to provide equal employment opportunity to all applicants and employees by establishing employment practices that provide for non-discriminatory treatment in accordance with all applicable laws, regulations and orders. This policy has the full support of the Chief Executive Officer and the Senior Management Committee of the Corporation.

*Equal Employment Opportunity (EEO)* is defined as the non-discriminatory application of all employment terms, conditions and privileges of employment including, but not limited to, recruitment, hiring, selection, placement, training, promotion, upgrade, demotion, transfer, reassignment, corrective action, compensation, benefits, educational assistance, employee facilities and separation.

*Non-Discrimination* - No person is to be discriminated against or subject to harassment in employment because of race, religion, color, sex, national origin, age, familial or marital status, ancestry, citizenship, sexual orientation, veteran or military status, being a qualified individual with a disability or other factors prohibited by state and local laws.

*Selection* - The Corporation bases employment practices and decisions on an applicant's or employee's skill, ability, experience, training, performance, and other valid job-related qualifications.

*Reasonable Accommodation* - Mellon will make reasonable accommodation to the known physical or mental limitations of an otherwise qualified individual with a disability unless such accommodation would impose an undue hardship on the operation of business. The extent to which reasonable accommodations will be made will be a function of several factors, including business necessity and cost.

**RESPONSIBILITIES:** MANAGERS are responsible for ensuring non-discriminatory treatment of all employees and applicants in all employment practices and to assure they do not stereotype individuals with a disability in a manner which limits their access to all jobs for which they qualify. Additionally, managers are required to provide for careful, thorough, and systematic consideration of the job qualifications of applicants and employees with known disabilities for job vacancies filled either by hiring or promotion, and for all training opportunities offered or available.



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**RESPONSIBILITIES:****(Cont.)****HUMAN RESOURCES CONSULTANTS** are responsible for the following:

- communicating this policy to managers
- investigating complaints and obtaining assistance from the Manager, Workforce Relations/EEO Compliance
- conducting prompt and thorough investigations when complaints are presented

**MANAGER, WORKFORCE RELATIONS/EEO COMPLIANCE** is assigned overall responsibility for implementation of this policy and for providing direction and assistance as appropriate to Human Resources Consultants and for monitoring all equal employment practices throughout the Corporation.

**ALLEGED POLICY VIOLATIONS:**

**NOTIFICATION** - An employee who believes there has been a violation of this policy should present the complaint to an appropriate member of management pursuant to the Corporation's complaint and appeals policy (CPP-504-6, Complaint and Appeal Process).

**INVESTIGATION AND RESPONSE** to the complaint will be carried out according to the provisions of Corporate Policies.

**RETALIATION** - Employees and applicants shall not be subjected to harassment, intimidation, threats, coercion, retaliation or discrimination because they have engaged in or may engage in any of the following:

- filing a complaint
- assisting or participating in an investigation, compliance review, hearing, or any other activity related to the administration of Americans With Disabilities Act, section 503 of the Rehabilitation Act of 1973, as amended, the Vietnam Era Veteran's Readjustment Act of 1974, or any other Federal, state or local law requiring equal opportunity for disabled persons



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**ALLEGED POLICY  
VIOLATIONS:  
(Cont.)**

- opposing any act or practice made unlawful by section 503 or its implementing regulations in this part or any other Federal, state or local law requiring equal opportunity for disabled persons
- exercising any other right protected by section 503 or its implementing regulations in this part

Direct all allegations to the appropriate Human Resources Consultant or the Manager, Workforce Relations/EEO Compliance.

**CORRECTIVE  
ACTION:**

An employee who fails to observe the provisions of this policy is subject to the provisions set forth in the corrective action policy. Refer to CPP-504-5, Managing Performance and Behavior through Corrective Action.

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**POLICY:**

Mellon's business success relies upon keeping working relationships strong by addressing employee issues, concerns, complaints, or appeals that may develop. Therefore, it is the policy of the Corporation to provide a complaint and appeals process for an individual employee to raise issue, concerns or complaints in a straightforward simple course of action. This process also offers employees the freedom to bring any complaint to any level of management or Human Resources they believe is best able to fairly address the issue.

**IMPORTANT:**

Mellon is committed to providing equal employment opportunities to every employee and every applicant regardless of, but not limited to, race, color, religion, sex, national origin, age, familial or marital status, ancestry, citizenship, sexual orientation, veteran or military status, being a qualified individual with a disability, or other factors protected by law.

The Employee Complaint and Appeals process complies with laws regarding employment discrimination.

The complaint and appeals policy is not an expressed or implied employment contract and does not create any contractual rights or promises concerning employment. Employment at Mellon is at will. Employees have the right to leave Mellon's employment at any time for any reason. Similarly, Mellon does not guarantee the continued employment of any employee. Therefore, employment with Mellon is for an indefinite period of time, and Mellon or its employees may terminate the employment relationship at any time and for any lawful reason.

**APPLICABILITY:**

The complaint and appeals policy applies to U.S. employees only. Employees in other locations should consult their own policy manual if available or a local member of the Human Resources Department.

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**COURSE OF ACTION:**

When an issue or concern occurs or employees want to raise a complaint, employees are encouraged (if applicable, as described in the alternate course of action) to discuss the situation with their manager to assure that employees have an opportunity to resolve or explain the situation. Employees should describe the issue in their own words, state the action they believe would resolve the issue, and provide an explanation of why the action is appropriate.

If employees' issues, concerns or complaints are not resolved, employees should discuss the issue with their manager's manager or a representative from Corporate Employee Relations or follow the alternate course of action detailed below. If this discussion does not resolve the issue, concern or complaint to the employee's satisfaction, employees may request that the issue, concern or complaint be addressed by a senior manager of the business unit or the Corporate Employee Relations Manager. The decision at this point will be considered final and the appeal process will be concluded.

**NOTE:** Employees are encouraged to talk with the Human Resources Business Partner at any step in the process. When an appeal review is taken to the final step in the process, the HR Business Partner will be involved to assure that the process has worked as prescribed.

Also, employees may choose at anytime prior to the final step of the appeal process to address their concerns to the CEO of Mellon Financial Corporation. The CEO may delegate review to a designee. The decision of the CEO or designee will be final.

**Alternate Course Of Action** - There may be instances, because of the type of problem or the nature of the relationship between the employee and the manager, when bringing the problem to a manager is difficult. Examples of problems of this type include alleged sexual or other discriminatory harassment or suspicion of illegal activity. An alternative course of action is available. Employees are welcome to bring any complaint to any level of management or Human Resources or the Manager of Corporate Employee Relations.

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**COURSE  
OF ACTION:  
(Cont.)**

When using the alternative course of action, the manager or the Corporate Employee Relations Manager will review the issue thoroughly and determine the action required. The outcome and decisions resulting from this review will be final and will conclude the appeal process.

All issues, concerns or complaints should be addressed in a timely manner to avoid loss of details or factual information, and to assure that responses are made as accurately as possible. Mellon's goal is to work with employees and their managers to resolve concerns in a timely manner. However, some situations may require a greater investigation. In some cases, employees may not agree with the decision that is made regarding the complaint. All complaints will be taken seriously and addressed professionally and with integrity.

The impartial investigation will be prompt, thorough and discreet. Information on the investigation will be released on a need-to-know basis; individuals involved will be requested to treat the matter with discretion, as practicable. The investigation will generally include private interviews with the complaining party, the accused individual, witnesses and perhaps supervisors and/or other employees to ascertain the facts. Any written material or documents will also be reviewed.

**PROTECTION FOR  
EMPLOYEE:**

*Retaliation by any manager because the employee has brought forward an issue, concern, problem or complaint will not be tolerated and is grounds for corrective action up to and including termination.* The area's Human Resources Business Partner and/or the Corporate Employee Relations Manager will investigate claims of retaliation.



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**DOCUMENTATION:** There is no requirement that either an employee's issue, concern, complaint or appeal, or the response to the same, be in writing. Depending on all the circumstances, including how an employee submits a complaint or appeal, the manager and/or Human Resources will determine the appropriate mode of response to the employee. Documentation of an employee issue, concern or complaint and the underlying investigation will be kept separate from the employee's personnel file and the Human Resources Business Partner or Corporate Employee Relations will retain this information in a confidential file. However, certain resolutions of the issue, concern or complaint may require documentation in an employee's personnel file.



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**POLICY:**

The Corporation, as well as its subsidiaries, affiliates and related companies, recognize that employees should be able to work in an environment free from any form of illegal discrimination, including sexual harassment and other types of discriminatory harassment. Senior management of Mellon is committed to this policy. A reporting procedure has been implemented to promote a workplace free not only from sexual harassment, but also harassment on the basis of race, color, religion, age, national origin, marital or familial status, ancestry, citizenship, sexual orientation, qualified disability, veteran or other protected status. Sexual and other discriminatory harassment is unlawful and will not be tolerated. The Corporation complies with all Federal, State, and local sexual and discriminatory harassment laws, regulations, and ordinances.

The purpose of this policy is to define sexual and other discriminatory harassment, provide procedures for the investigation of claims under this policy, and ensure that violations are remedied promptly. It is the policy of the Corporation that sexual or other discriminatory harassment in any form will not be tolerated. It is also unlawful and expressly against policy to retaliate against an employee or applicant for complaining of sexual or other discriminatory harassment or for cooperating in an investigation of a complaint of harassment. The prohibition against harassment applies in all work-related settings and activities, whether on or off Mellon premises. The policy also applies to customers or vendors. If such conduct occurs, prompt and appropriate corrective action, including the issuance of discipline, will be taken to eliminate the harassment.

**DEFINITIONS:**

**SEXUAL HARASSMENT** is defined as any intentional or unintentional unwelcome sexual advances, with or without touching; coerced sexual acts; requests or demands for sexual favors or other verbal or physical conduct of a sexual nature made by an employee, customer or vendor when:

- submission or rejection to such conduct is made, either explicitly or implicitly, a term or condition of employment
- submission to or rejection of such advances, requests or conduct by an individual is used as a basis for employment decisions affecting an individual or

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**DEFINITIONS:**  
**(Cont.)**

- such conduct has the purpose or effect of unreasonably interfering with an employee's work performance or creating an intimidating, hostile, humiliating or offensive work environment

*Examples* - While it is not possible to list all circumstances which would be considered sexual harassment, some examples include:

- Promising, directly or indirectly, an employee a reward if the employee complies with a sexual oriented request
- Threatening, directly or indirectly, to retaliate against an employee if the employee refuses to comply with a sexually oriented request
- Denying, directly or indirectly, an employee an employment-related opportunity if the employee refuses to comply with a sexually oriented request
- Engaging in sexually suggestive physical contact or touching another employee in a way that is unwelcome
- Displaying, storing, or transmitting pornographic or sexually oriented materials using Mellon equipment or facilities
- Engaging in indecent exposure
- Making unwelcome sexual or romantic advances, with or without touching, toward an employee and persisting despite the employee's rejection of the advances
- Coerced sexual acts
- Unwelcome sexual advances with or without touching

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**DEFINITIONS:****(Cont.)**

- Requests or demands for sexual favors in exchange for actual or promised favorable reviews, work assignments, promotions, increases in salary or benefits or continued employment

Other examples, depending on the circumstances, may include:

- Sexual jokes, language, epithets, sexual innuendo, written or oral references to sexual conduct, sexual banter or gossip
- Sexually suggestive objects, pictures, posters or cartoons on display or sent to co-employees
- Sexually oriented comments on an individual's body, sexual activity, deficiencies or prowess
- Unwelcome leers, whistles, deliberate brushes against the body in a suggestive manner, sexual gestures, suggestive insulting
- Inquiry into sexual experiences or discussions of one's sexual activities

Of course, in addition to the above, employees are expected to follow commonsense notions of proper professional conduct.

Sexual harassment can be physical and, or psychological in nature. An aggregation of a series of incidents can constitute sexual harassment even if one of the incidents considered on its own would not be harassing.

Employees are prohibited from harassing other employees whether or not the incidents of harassment occur on Mellon premises and whether or not the incidents occur during working hours.

Sexual harassment can involve males or females being harassed by members of either sex. Although sexual harassment typically involves a person in a greater position or authority as the harasser, individuals in positions of lesser or equal authority also can be found responsible for engaging in prohibited harassment.

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**DEFINITIONS:**  
**(Cont.)**

Consensual sexual or romantic relationships between employees are deemed unwise and are strongly discouraged if one employee has supervisory authority over the other employee. In addition, such a relationship may violate Corporate Policy 504-19, Employment of Employees' Relatives or Individuals Sharing Households.

**DISCRIMINATORY HARASSMENT** is defined as verbal or physical conduct that denigrates or shows hostility on the basis of race, color, religion, sex, age, national origin, marital or familial status, ancestry, citizenship, sexual orientation, qualified disability, veteran or military status or other protected status when such conduct has the purpose or effect of unreasonably interfering with an employee's work performance or creating an intimidating, hostile, humiliating or offensive work environment.

*Examples* - While it is not possible to list all circumstances which would be considered discriminatory harassment, some examples include:

- slurs, epithets, negative stereotyping, jokes, threatening, intimidating or hostile acts that show hostility toward an individual or group
- written or graphic material that denigrates or shows hostility toward an individual or group

**RESPONSIBILITIES: EMPLOYEES** - If an employee believes that they have been subject to sexual harassment, discriminatory harassment or any unwanted sexual attention, they should report the incident to Corporate Employee Relations, a Human Resources Business Partner, their supervisor, or anyone appropriate in their reporting relationship, including the Chief Executive Officer. Also, they can call the Human Resources Issues Phone Line at 1-888-477-8347. Refer to CPP-504-6, Employee Complaint and Appeal Process.

Employees are encouraged to report harassment incidents, whether or not they are victims.



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#### **RESPONSIBILITIES:**

**(Cont.)**

**MANAGERS AND SUPERVISORS** are responsible for ensuring that the work environment is free from all forms of sexual and other discriminatory harassment by communicating this policy to subordinate employees and by taking immediate and appropriate action when complaints are raised and/or violations exist. This responsibility includes:

- Acting promptly to ensure that harassment or inappropriate sexually oriented conduct is reported to Human Resources Business Partner or Corporate Employee Relations
- Taking prompt corrective action to prevent prohibited conduct from reoccurring

Managers and supervisors who knowingly allow or tolerate sexual harassment are in violation of this policy and subject to discipline.

**HUMAN RESOURCES BUSINESS PARTNER** are responsible for the following:

- Communicating this policy to responsible managers and supervisors
- Obtaining assistance from the Manager, Corporate Employee Relations in the investigation, as necessary
- Conducting or assisting in prompt and thorough investigations of complaints. An investigation will include interviews with the person making the complaint and may include the person accused, and any appropriate witnesses
- Ensuring that both the individual filing the complaint and the accused individual are aware of the seriousness of a harassment complaint
- Referring the person making the complaint or the alleged harasser to Mellon's Employee Assistance Program for counseling and referral services, if appropriate



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## **RESPONSIBILITIES:**

**(Cont.)**

**CORPORATE EMPLOYEE RELATIONS** is responsible for the following:

- Monitoring the investigation process when complaints are raised to ensure that a prompt, thorough and impartial investigation is conducted
- Providing assistance and direction with complaint investigation, as appropriate

## **ALLEGED POLICY VIOLATIONS:**

**PRESENTATION** - An employee who believes there has been a violation of this policy should promptly present the complaint orally or in writing to an appropriate member of management with whom he or she feels comfortable such as his or her supervisor, up through the Chief Executive Officer of the Corporation, a Human Resources Business Partner, or Corporate Employee Relations ([412] 236-4748, 151-0700) pursuant to the Corporation's complaint and appeals policy. Refer to CPP-504-6, Complaint and Appeal Process. Allegations of harassment by customers and vendors should also be reported as soon as possible.

**INVESTIGATION AND RESPONSE** to the complaint will be carried out according to the provisions of Corporate Policies. The impartial investigation will be prompt, thorough and discreet. Information on the investigation will be released on a need-to-know basis; individuals involved will be requested to treat the matter with discretion, as practicable. The investigation will generally include private interviews with the complaining party, the accused individual, witnesses and perhaps supervisors and/or other employees to ascertain the facts. Any written material or documents will also be reviewed.

**RETALIATION** - Employees or applicants who allege policy violations or who cooperate in an investigation shall not be subjected to reprisal, recrimination, retaliation or the threat of such action.



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**CORRECTIVE  
ACTION:**

An employee who is found to have committed an act of sexual or other discriminatory harassment, or retaliated against an employee or applicant who alleges harassment or who cooperated in an investigation, is subject to the provisions set forth in the Corrective Action policy. Such corrective action may include written warnings, transfers, suspension or other discipline up to and including termination of employment. Refer to CPP-504-5, Managing Performance and Behavior through Corrective Action.

**CONFIDENTIALITY:** All inquiries, complaints and investigations are treated with discretion. Information is revealed on a need-to-know basis. No record of a complaint is kept in the complainant's personnel file, unless the investigation concludes that the complaint was reckless, frivolous or vexatious. Human Resources personnel conducting the investigation, or their advisors, maintain all information pertaining to a sexual or other discriminatory harassment complaint or investigation in secure files.



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**POLICY:**

It is the policy of the Corporation that all employees are expected to comply with the Corporation's standards of professional conduct and performance. Employees who experience work-related problems or who violate work or professional conduct standards or requirements may be subject to the Corrective Action process up to and including termination.

**EMPLOYMENT  
AT WILL:**

This corrective action policy is not an expressed or implied employment contract and does not create any contractual rights or promises concerning employment. Supervisors or managers do not have the authority to contractually bind Mellon with respect to any employment or benefit matter.

Employment at Mellon is at will. Employees have the right to leave Mellon employment at any time for any reason; similarly, Mellon does not guarantee the continued employment of any employee. Therefore, employment with Mellon is for an indefinite period of time, and Mellon or its employees may terminate the employment relationship at any time and for any lawful reason. In addition, Corrective Action may be accelerated to a final written warning or to termination.

**DEFINITIONS:**

**GENERAL WORK PROBLEMS** include but are not limited to:

- Quantity and/or quality of work that is unacceptable relative to expected standards
- Failure to accomplish work objectives
- Non-productive work habits
- Performing non-job-related activities during working time without prior approval by management
- Use of Corporate property for non-job related activities without prior approval by management
- Interfering with the efficiency of operating processes by distracting or disturbing other employees working in the area
- Poor judgment and/or discretion
- Excessive absenteeism, tardiness, or early quitting (Refer to CPP-504-14, Deduct Policy.)
- Obvious carelessness and/or disregard for accuracy or safety

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**DEFINITIONS:**

(Cont.)

- Failure to meet expected standards of courtesy, hygiene or appropriate dress in the workplace
- Abusive, offensive, disruptive, or inappropriate language or conduct towards employees, customers, suppliers or others while on company business
- Failure to comply with the policy prohibiting solicitations and distributions (Refer to CPP-504-1, Solicitations And Distributions.)
- Smoking in non-smoking areas
- Failure to take necessary safety precautions or failure to wear prescribed safety equipment

**INTOLERABLE OFFENSES** include but are not limited to:

- Code of Conduct violations
- Possession or use of weapons on Mellon premises
- Falsification of records or misrepresentation of facts relevant to Mellon business or employment (e.g., forced balancing, time cards, employment application/resume, worker's compensation claims, expense reimbursements, etc.)
- Personal use of Corporate issued travel convenience cards (e.g., Business Credit Cards, Telephone Calling Cards)
- Failure to pay Business Credit Cards in full when due
- Unauthorized work (i.e., Mellon work or external unauthorized work) while on leave of absence
- Fighting or assault on Mellon premises or on Mellon business
- Insubordination and/or refusal to follow instructions
- Wrongful taking, misappropriation, conversion or negligent damage to Mellon property or the property of co-workers, customers or suppliers
- Dangerous horseplay
- Failure to return from an approved leave of absence with no prior authorization for an extension
- Job abandonment - missing work without notifying management

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**DEFINITIONS:****(Cont.)**

- Discrimination against or harassment of an employee or applicant based on race, color, religion, sex, age, national origin, ancestry, familial or marital status, citizenship, sexual orientation, qualified disabilities, veteran or military status, or other factors protected by local, state or federal law
- Failure or refusal to cooperate in Mellon investigations
- Misconduct, whether on or off Mellon premises and whether on or off duty, which in the judgement of management, does or could adversely affect Mellon or renders continued employment not in the best interest of Mellon
- Failure or refusal to submit to drug/alcohol tests, refusal to submit to searches for drugs or alcohol, or positive drug/alcohol test results
- Failure to work free from the effects of alcohol or illegal drugs
- Sleeping on the job
- Intentional failure to report information that might adversely impact Mellon
- Embezzling, stealing or unlawfully and willingly misapplying any money, funds, assets or securities entrusted to the custody or care of Mellon
- Obscene or threatening language or conduct towards employees, customers, suppliers or others while on company business
- Use of the Internet, Mellon's intranet, Mellon's e-mail network and/or mail system for purposes that violate corporate policies (Refer to CPPs 111-2, 111-3, 111-4, 111-4[A], 111-4[B] and 204-2 for additional information.)
- Unlawful possession, manufacture, distribution or use of alcohol or illegal drugs or abuse of other controlled substances or alcohol on Mellon premises or while on Mellon business (Refer to CPP-504-4, Drug and Alcohol Control.)

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**RESPONSIBILITIES: MANAGERS** - In managing the work of employees, all managers are responsible for:

- ensuring that employees are informed of position responsibilities, requirements, and performance standards; area work rules and applicable Corporate policies and procedures
- ensuring that usual training and supervision are provided
- providing performance guidance and feedback
- acting on performance deficiencies and failures to comply with the requirements of the job, the Code of Conduct, area work rules, and attendance standards

**EMPLOYEES** are expected to meet the following general work requirements without explicitly being told:

- accurately completing their employment applications
- satisfying individual job accountabilities and comply with policies and procedures relevant to their jobs
- cooperating with other employees, managers and supervisors
- conducting themselves with due regard for their safety and welfare and the safety and welfare of other employees
- working as scheduled
- following common sense notions of proper conduct in the workplace and while on Mellon premises

**NEW HIRES WITH  
PERFORMANCE  
PROBLEMS:**

During the first six (6) months of active employment, exempt or non-exempt employees with serious performance deficiencies are subject to the Early Performance Alert process and may be terminated without management using the Corrective Action process. (Refer to CPP-504-13, New Hires - Early Performance Alert Process for more information.)

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**AFFECT ON**

**COMPENSATION:** Total compensation rewards should be delayed or cancelled for employees who have received an *initial* warning of corrective action. The rewards should be cancelled for employees who have received a *final* written warning of corrective action. Total compensation rewards that may be delayed or cancelled may include salary increases, stock options, non-sales incentive plans, and discretionary bonus plans. Sales incentives or commission plans may not be delayed or cancelled due corrective action issues. Once the employee has shown sufficient and sustained performance improvement or is removed from corrective action, the manager may choose to implement a salary increase.

**NOTE:** Manager should consult with their Human Resources Business Partners before delaying or canceling any total compensation rewards because of corrective action issues.

**APPLYING FOR**

**OTHER POSITIONS:** Employees who have received a final written warning of corrective action within the prior 12 month period are not eligible to apply for other positions within Mellon nor are they eligible for redeployment if displaced.

## Corporate Policies &amp; Procedures Manual



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HUMAN RESOURCES	CPP-504-5(A)
Section	Revised Date
EMPLOYEE RELATIONS	8/4/2004
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## GENERAL CORRECTIVE

**ACTION PROCESS:** Generally, the following steps in the Corrective Action process will be used by managers in dealing with employees who experience "general work problems" or who violate work or professional conduct standards or requirements. In most cases of unprofessional conduct or poor performance, a manager is encouraged to undertake informal methods to correct problems prior to initiating the formal corrective action process. If performance or conduct does not improve, a manager should initiate the following steps of the formal corrective action process

1. *Initial Written Warning* - Manager conducts a documented performance or unprofessional conduct discussion with the employee, reminding the employee of the applicable job performance or work or professional conduct standards and improvements necessary.
  - The manager must clearly communicate to the employee that failure to improve may result in further corrective action up to and including termination.
  - A copy of the documentation must be given to the employee and a copy sent to the department's or location's Human Resources Business Partner. Documentation must also be kept in the employee's file.

After an initial written warning has been issued, the performance and/or conduct of the employee should be carefully monitored. Generally, immediate and sustained improvement must occur unless a time period is otherwise designated by the manager.

2. *Final Written Warning* - If the employee fails to improve or if other problems develop, the manager communicates the seriousness of the problem in writing to the employee with the required action to be taken to correct the problem, a designated time period to correct the problem (if applicable), and the consequence (termination) of failure to improve. The manager must clearly communicate to the employee that failure to improve may result in termination.